

IN THE UNITED STATES DISTRICT COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK

CHEFS DIET ACQUISITION CORP. d/b/a  
CHEFS DIET,

Plaintiff,

CASE NO: 14-CV-8467 (JMF)

v.

LEAN CHEFS, LLC, NICHOLAS ZAZZA and  
ARTHUR GUNNING,

Defendants.

\_\_\_\_\_ /

**DECLARATION OF FRANCES H. STEPHENSON IN SUPPORT OF  
DEFENDANTS' MOTION FOR SUMMARY JUDGMENT**

I, Frances H. Stephenson, declare under penalty of perjury, pursuant to 28 U.S.C.  
§ 1746, that the following is true and correct:

1. I am an associate attorney of Meredith & Keyhani, PLLC, attorneys for Defendants. I respectfully submit this declaration in support of Defendants' Lean Chefs, LLC, Nicholas Zazza, and Arthur Gunning's Motion for Summary Judgment.

**EXHIBITS**

2. Attached are true and correct copies of the following documents:
- a. Attached as Exhibit 1 is a true and correct copy of the declaration of Nicholas Zazza, dated February 19, 2016.
  - b. Attached as Exhibit 2 is the deposition transcript of Lance Friedman, dated July 22, 2015, contained on the courtesy CD-ROM delivered to chambers on February 22, 2016.

c. Attached as Exhibit 3 is the deposition transcript of Arthur Gunning, dated January 7, 2015, contained on the courtesy CD-ROM delivered to chambers on February 22, 2016.

d. Attached as Exhibit 4 is the deposition transcript of Nicholas Zazza, dated January 9, 2015, contained on the courtesy CD-ROM delivered to chambers on February 22, 2016.

e. Attached as Exhibit 5 is the declaration of Arthur Gunning, dated January 23, 2015.

f. Attached as Exhibit 6 is a Cease and Desist letter from Plaintiff to Defendants, dated December 2, 2013 and email correspondence between Nicholas Zazza, Lance Friedman, and Misha Podlog between December 9, 2013 and December 21, 2013.

g. Attached as Exhibit 7 is the deposition transcript of Joseph Maniscalco, dated November 24, 2014, contained on the courtesy CD-ROM delivered to chambers on February 22, 2016.

h. Attached as Exhibit 8 is the deposition transcript of Brenda Utila, dated January 8, 2015, contained on the courtesy CD-ROM delivered to chambers on February 22, 2016.

i. Attached as Exhibit 9 is an email from Rama Krishna to Deni Davis et al. (Nov. 4, 2010, 12:47 EST).

j. Attached as Exhibit 10 is an Email from Rama Krishna to Nick Zazza and Misha Podlog (Feb. 24, 2010 17:42 EST).

k. Attached as Exhibit 11 is the declaration of Frances H. Stephenson dated January 23, 2015.

l. Attached as Exhibit 12 is the declaration of Misha Podlog dated October 21, 2014.

m. Attached as Exhibit 13 is Plaintiff's Responses and Objections to Defendants' First Set of Interrogatories, dated November 21, 2014.

n. Attached as Exhibit 14 is Defendants' Supplemental Responses and Objections to Plaintiff's First Set of Interrogatories, dated November 25, 2014.

o. Attached as Exhibit 15 is the Expert Disclosure of Bruce F. Webster, dated January 12, 2015.

p. Attached as Exhibit 16 is the hearing transcript of this Court from February 13, 2015 at 11:00 a.m.

q. Attached as Exhibit 17 is the Second Amended and Restated Asset Purchase Agreement between Plaintiff and Chefs Diet Delivery LLC, Z.C.C.A. Corp., and Kosher Chefs Diet Corp., dated March 18, 2009.

Dated: February 22, 2016

MEREDITH & KEYHANI, PLLC

By: /s/ Frances H. Stephenson  
FRANCES H. STEPHENSON  
125 Park Ave, 25th Floor  
New York, New York 10017  
Direct Dial: (212) 380-1325  
Facsimile: (212) 202-3819  
dkeyhani@meredithkeyhani.com